

INDIAN SOCIETY FOR TRAINING & DEVELOPMENT

MEMORANDUM OF ASSOCIATION AND RULES & REGULATIONS

(Registration at Delhi under the
Societies Registration Act, 1860, Registration No. 4500)



Registered Office:

"Training House"

B-23, Qutab Institutional Area, New Mehrauli Road
New Delhi-110016

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दिल्ली में लागू संस्था पंजीकरण अधिनियम सन् 1860
(पंजाब संशोधन) अधिनियम 1957 के अधीन पंजीयन का
प्रमाण पत्र

संख्या 4500-1970-1971

में प्रमाणित करता हूँ कि 12/11/71 को 12/11/71

12/11/71

दिल्ली के संघ राज्य क्षेत्र में लागू संस्था पंजीकरण अधिनियम सन् 1860
(पंजाब संशोधन) अधिनियम 1957 के अधीन कानून की तराई में पंजीकृत कर लिया
गया है।

यह मेरे हस्ताक्षर के अधीन दिनांक 12/11/71

Certified True Copy
11-11-71
SDM (HQ)
Distt. South Delhi

दिल्ली (पत्र) का जारी किया गया।

50 रुपये का भुगतान पाया गया।



संस्था पंजीयक,
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INDIAN SOCIETY FOR TRAINING & DEVELOPMENT

MEMORANDUM OF ASSOCIATION

1. The name of the Society is the "Indian Society for Training and Development", hereafter referred to as the Society.
2. The Registered Office of the Society shall be situated in the Union Territory of Delhi. The registered office shall also be the principal office of the Society unless and until the same is changed to any place in India as may be decided by the National Council of the Society. The present Registered Office is at the "Training House", B-23, Qutab Institutional Area, New Mehrauli Road, New Delhi-110016.
3. The objectives for which the Society is formed are:
 - i. To promote a better and more effective utilization of human resources through education, Training and Development in all spheres of Government, agriculture, industry, commerce, education infrastructure and services & such other sectors as the National Council may deem to be relevant from time to time.
 - ii. To provide leadership and to promote study and application of professional principles and practices in the field of Training and Development in order to assist management and administration to develop and maintain an effective organization.
 - iii. To promote an understanding of Training and Development as a basic responsibility of management and administration and to assist the organization in planning and implementing their programs for manpower development with a view to maintaining their effectiveness and improving their adaptability to changing problems and challenges.

- iv. To stimulate thought and efforts for the dissemination exchange and furtherance of information, knowledge, research, techniques, materials, aids, skills and attitudes in the field of Training and Development.
- v. To sponsor appropriate research and/or publish necessary literature, books, journals, newsletters, pamphlets and reports in furtherance of the objectives of the Society.
- vi. To promote or assist in the promotion of professional schools and other institutions allied with the objectives of the Society and other professional degrees, diplomas and certificates.
- vii. To institute and establish scholarships, grants, awards and prizes to encourage study and research in the field of Training and Development.
- viii. To establish, organize or assist in setting up professional institutions, libraries, laboratories, exhibitions and other departments for the promotion of the activities of the Society.
- ix. To conduct or to assist in conducting conferences, meetings, lectures/ seminars, workshops or any other programmes in furtherance of the objectives of the Society.
- x. To co-operate and collaborate with institutions, bodies and agencies having similar objectives, for the promotion and development of the Training & Development Movement in the country.
- xi. To maintain constructive liaison or join any association, organization or to seek or grant affiliation to any other body having similar objectives in India or abroad.
- xii. To constitute, support and assist in the establishment of Chapters of the Society in various parts of India in order to make its activities more effective and to spearhead the Training & Development Movement throughout the

country by giving full scope for the development of local ingenuity and talents.

xiii. To foster a feeling of fellowship among its members and to promote understanding and goodwill among all persons, working in the field of Training and Development.

4. Names, designations, occupation and address of the present members of the Executive Committee to whom the management of the affairs of the Society are to be entrusted as required under Sec.2 of the Societies Registration Act, 1860 as extended to Delhi are as follows:-

S.No.	Name	Designation	Occupation & Address
1.	Dr R Karthikeyan	National President	Managing Director, Gemba Mgmt Consulting Pvt Ltd S2, 2nd Floor, Swanag Srinivasa Apartment, 7/4, Play Ground View Street, Nandanam Extension, Chennai 600035
2.	Dr Nataraj Ray	National Vice- President	5/2,WIB(M) Phase - II , Golf Green Kolkata 700095
3.	Shri Salil Chatterjee	National Treasurer	Corporate Consultant, Legal Advisor & Education Counselor Win Toss, Sh-36, Block 9, Sahayadri Bhad Bhada Road Bhopal 462001

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|----|-----------------------|-------------------------------------|--|
| 4. | Shri Lila Nand Mishra | Regional Vice-
President (East) | Director(Pers.)
Mahanadi Coalfields
Ltd, P.O. Jagriti Vihar,
Sambalpur 768020 |
| 5. | Shri P V Khubalkar | Regional Vice-
President (West) | (Retd) General
Manager(E&T)-
ONGC
A-10, Priyadarshini
Nagar
Makarpura Road
Vadodara 390010 |
| 6. | Dr Raj Singh Antil | Regional Vice-
President (North) | H.No. 1112,
Sector -46
Gurgaon(HR) 122003 |
| 7. | Shri M Rajamani | Regional Vice-
President (South) | Director (Operations)
Renowned Engineers
Pvt Ltd
Old No 15, New No 14,
6th Main Road,
Dhandeeswaram,
Valechery
Chennai 600042 |

5. We, the following ten persons whose names and addresses are given below, having associated ourselves for the purpose described in this Memorandum of Association, do hereby subscribe our names to this Memorandum of Association and set our several and respective hands hereunto and form ourselves into a Society under Act XXI of 1860, this Seventeenth day of February, 1970 at New Delhi.

S. No.	Name	Signature of members
1.	J.P. Saigai Personnel & Training Manager, Britannia Biscuit Co. (I) Ltd., Nirmal, 20th Floor, Nariman Point, Mumbai – 1	Sd/-
2.	S.K. Parthasarathi Director of Personnel, Tube Investment of India Ltd., 11/12, North Beach Road, Chennai – 1.	Sd/-
3.	Mahesh Chandra Management Consultant D-23, NDSE Part-II, New Delhi – 110049.	Sd/-
4.	S.S. Rangnekar General Manager, Searle (India) Ltd., Rallis House, 21, Raveline Street, Mumbai – 1	Sd/-
5.	J.M. Kitchlu Joint Secretary Planning Commission, Yojana Bhavan, Parliament Street, New Delhi – 1	Sd/-
6.	Dr. Jitendra Singh Member of the Directing Staff, Administrative Staff College of India, Bellavista, Hyderabad.	Sd/-
7.	Ram Singh Principal, H.C. Mathur State Institute of Public Administration Jaipur.	Sd/-

8. R.C.Goyal Sd/-
Professor
Indian Institute of Management,
Vastrapur, Ahmedabad – 16.
9. Dr. S.C. Seth, Sd/-
Editor,
Indian Administrative Management Review,
A-3, Pandara Road, New Delhi – 11.
10. A.D.Sinha Sd/-
Staff Training Officer,
Brooke Bond (I) Ltd.,
9, Shakespeare Sarani, Kolkata– 16

WITNESSES
To Signature 1 to 10 above

1. Dr.Abad Ahmad Sd/-
Reader in Management Department of Business
Management, University of Delhi, Delhi-7.
2. A.P.Saxena, Sd/-
Deputy Director, Training Division,
Ministry of Home Affairs, North Block,
New Delhi – 11

INDIAN SOCIETY FOR TRAINING & DEVELOPMENT

RULES AND REGULATIONS

The name of the Society is the "Indian Society for Training and Development", hereafter referred to as the Society. The registered office of the Society shall be situated in the Union Territory of Delhi. The registered office shall also be the principal office unless and until the same is changed to any place in India as may be decided by the National Council of the Society.

The present office is at the "Training House", B-23, Qutab Institutional Area, New Mehrauli Road, New Delhi-110016. In these Rules, unless the context otherwise requires:

- (i) "The Society" means the Indian Society for Training and Development, short ISTD.
- (ii) "The National Council" means the General Council of the Society.
- (iii) "The Chapter" means a recognised Unit of the Society in defined or definable area/region, in which or where the activities of Society are carried out.
- (iv) "The General Body" means the entire membership of the Society or of a Chapter, as the case may be.
- (v) "The Managing Committee" means the Managing Committee of the Chapter.
- (vi) "The Member" means any person admitted to the Society in accordance with the prescribed rules and who is in good standing.
- (vii) "The Affiliate Organization" means a group of Association/Society/Body/ or any organization which is operating in a well-defined region or area or which has specialised in one or the other area of interest closely

connected with the objectives of the Society and which is recognised by the Society as its affiliate.

- (viii) "By-Laws" means By-Laws that may be in force from time to time under the Regulations of the Society.
- (ix) "Prescribed" means prescribed by or under these Regulations or By-Laws under these Regulations.
- (x) "Year" means the twelve months commencing from the 1st day of April of year and ending on the 31st day of March of the next year.
- (xi) Words importing singular number and/or masculine gender includes plural number and/or feminine gender and vice-versa.

2. Membership: Director to confirm admission to those new members found eligible as per criteria laid down in MOA and R&R of the Society immediately on receipt of the prescribed fee and application form. However, the voting rights of the members will be accrued to the members after National Council ratifies the approval of admission of new members from time to time and in any case before the Election process of the chapters is set in motion.

- i) Member:** Shall be an individual who is engaged /interested in the field of Learning and Development, at least 21 years of age and is graduate of a recognized University or 3 years full time Diploma from AICTE affiliated institutes having minimum 3 years' experience in the area of Learning and Development.
- ii) Fellow:** A Fellow shall be a person who has distinguished himself/herself in the field of Learning & Development after working in this field for at least 15 years and has at least 3 years standing as Life member of the Society and on whom Fellowship is conferred by the National Council on the basis of recommendation by the members of Fellowship Committee consisting of 5 existing Fellows

including Chairperson of the Committee. The Chairperson of the Fellowship Committee will facilitate with other members of the Fellowship Committee and communicate the decision to the National President. The recommendation for awarding fellowship should be on a majority basis made by at least 3 out of the 5 members of the Fellowship Committee.

- iii) **Associate Member:** Shall be an individual who in some manner falls short of the eligibility criteria of membership and is preparing himself/ herself for a career in the field of Learning and Development. 18 years is the minimum age for Associate Member.
- iv) **Institutional:** Shall be a body of any Government agency, or any other body of corporation, statutory or other-wise, or any organization or any Association, whether incorporated or not, which subscribes to and is interested in the furtherance of the objectives of the Society. Each Institutional member shall be entitled to nominate for membership benefits, 2 nominees against the basic membership subscription and additional nominees(s) by paying such additional subscription as prescribed by the National Council from time to time.
- v) **Honorary Member:** Shall be a person nominated by the National Council at the time of Annual General Meeting who has distinguished himself/herself in the field of Learning and Development after working in the field for a period of at least 15 years and whose association with ISTD is considered invaluable.

3. **Subscriptions:**

- (i) The Annual Subscription and admission fee as well as fee for life membership together with admission fee for different categories of members i.e. individual and institutional, shall be decided by the National Council from time to time.

(Note: Current classification of Membership/rates of admission fee are given in the website of ISTD).

- (ii) All Annual subscriptions are payable in advance within two months of the commencement of the financial year except in the case of new members who will send their entrance fee and annual subscription together with the admission form for membership. Provided, however, if the member is admitted after the first six months of the year, the subscription payable shall be half of the annual subscription.
- (iii) On an applicant being admitted to the membership, he/she will be deemed to have agreed to abide by and be subject to the Memorandum of Association, Rules and Regulations and other provisions of the Society in force for the time being and from time to time.
- (iv) The entrance fee and the annual subscription shall be determined by the National Council of the Society.

4. Benefits to Member:

- (i) A member of the Society shall enjoy all the rights, privileges and benefits of the Society and any of its Chapters in accordance with the provisions of the Memorandum of Association, the Rules and Regulations and the By-laws of the Society or the Chapter concerned.
- (ii) He/She shall be eligible to participate in the activities of the Society and any of its Chapters or to use its library, research and training materials, films, aids and equipment, with or without charge, as may be determined by the National Council of the Society.
- (iii) He/She shall receive publications and journals of the Society, with or without charge, as may be determined by the National Council of the Society.

- (iv) He/She shall be eligible to other benefits and privileges which the Society or the concerned Chapters may confer on him/her from time to time.
- (v) Memberships in the Society shall not be transferred from one individual to another. Institutional members can change their nominees or representatives, if required.

5. Voting Privileges:

- (i) Members and Fellows shall be entitled to one vote each, Institutional members shall be entitled to two votes to be exercised by their nominees who are nominated against the basic subscription.
- (ii) Associate members and Honorary members will not be entitled to vote.
- (iii) Officers and employees of the Society or of its Chapters will not be entitled to vote.
- (iv) Only those members, Fellows and nominees of Institutional members will be entitled to vote in elections (subject to Clause No. 2) for the position of various Office Bearers of the Society at the National/Chapter who have paid full subscription due upto 31st March preceding. Further, no person shall be elected unless his/her membership subscription has been paid for the year in which the election is being held.

6. National Body:

- (i) The affairs of the Society shall be managed by a National Council, which will consist of the following office-bearers and members:
 - a) National President
 - b) National Vice-President

- c) Regional Vice-President (East), Regional Vice-President (West), Regional Vice-President (North) and Regional Vice-President (South).
 - d) Honorary General Secretary unless there is an appointment of full time Administrative head of the National Headquarters who shall function as the Secretary to the Council.
 - e) National Treasurer.
 - f) The Immediate-Past President who shall be an ex-officio member until the conclusion of the next Annual General Meeting.
 - g) Members elected to the National Council representing the Chapters.
 - h) Not more than 5 members can be co-opted by the Council until the next annual general meeting of the National Council of which not more than two will be from the Government of India.
- (ii) The Members of the National Council shall consist of:
- (a) all the elected Chairpersons of the recognized Chapters of the Society.
 - (b) Every 50 members, there will be one additional representation in the National Council. For each Chapter, the Institutional membership shall count as two members.
- (iii) The office bearers of the National Council listed in sub clause (i) be elected by the members mentioned in (ii) (a) and (b) above from amongst the National Council Members, newly elected for the following term, unless otherwise provided in the election By-laws.
- (iv) In the case of Regional Vice-President, the members from the concerned Chapter(s) will be grouped on the basis of the following geographic regions to elect the respective Vice-President accordingly.

- (a) Northern Region consisting of the States / UTs of Jammu and Kashmir, Himachal Pradesh, Punjab, Haryana, Chandigarh, Delhi, Uttarakhand, Uttar Pradesh and Rajasthan.
- (b) Southern Region consisting of the States/UTs of Andhra Pradesh, Tamil Nadu, Telangana, Kerala, Karnataka, Puducherry, Lakshdweep.
- (c) Eastern Region consisting of the States / UTs of Assam, Meghalaya, Mizoram, Arunachal Pradesh, Manipur, Tripura, Nagaland, Bihar, Jharkhand, West Bengal, Orissa, Sikkim and the islands of Andaman & Nicobar.
- (d) Western Region consisting of the States/UTs of Maharashtra, Madhya Pradesh, Chhattisgarh, Gujarat, Goa, Daman and Diu, Dadra Nagar Haveli.

Provided further, the event of territorial alterations of the existing States / UTs and formation of any new state in future, National Council will decide about the region of the chapter subject to the proximity. Further, in addition to regional delimitations, National Council is also empowered to decide the Regional re-organization for the furtherance of the aims and objectives of the Society.

- (v) All the elected members of the National Council including the office bearers shall have 2 year term (Biennial Term) effective from 1st August and retire on 31st July at the end of 2-year period (biennially) or on the date of Annual General Meeting in the election year, whichever is earlier and shall be eligible for re-election. The new National Council and office bearers elected will take over immediately after the conclusion of the Annual General Meeting at the end of their 2-year term.
- (vi) In case the elections are not concluded or Annual General Meeting is not held by 31st July in the election year, the affairs of the Society will be looked after by the Advisory

Board referred to in clause 19, with the Chairperson of the Board assuming the role, functions and duties of the National President till the conclusion of the Annual General Meeting to be held after the elections. Further, provided that the elections process for the National Council will be initiated, if not done already, within one month of their assuming charge.

- (vii) The General Body of the Society shall consist of all the members of the Society who are in good standing and whose names appear on the Membership Register of the Society.

7. Chapter:

- (i) In pursuance of its Memorandum of Association, it will be the basic policy of the Society to encourage, support, aid, constitute or cause to be constituted, appropriate/local bodies which will be known as 'Chapters' so that the Training and Development Movement makes progress throughout the country.
- (ii) The National Council or its nominated sub-committee in close co-operation and collaboration with the like-minded people in the region, areas, district, town, devoted to the cause of Learning and Development shall constitute or cause to be constituted Chapters of the Society in different regions/areas/districts and towns. Chapter may be constituted by at least 50 members in good standing in any geographically well-defined or definable area as may be laid down by the National Council from time to time.
- (iii) The affairs of the Chapter shall be managed by a Managing Committee which will consist of the following office bearers and members:
 - (a) Chairman/Chairperson
 - (b) Vice-Chairman/Chairperson

- (c) Honorary Secretary, unless this office is filled in by an appointed Administrative Head of the Chapter office, who shall function as Secretary to the Managing Committee.
 - (d) Honorary Treasurer
 - (e) The immediate Past Chairman/Chairperson who shall be ex-officio member until the conclusion of the next Annual General Meeting of the Managing Committee.
 - (f) Four elected members of the Managing Committee.
 - (g) Not more than three members can be co-opted by the Managing Committee until the next Annual General Meeting of the General Body, provided the Chapter will have discretion to increase or decrease the total number of the members of the Managing Committee depending on its circumstances and needs.
- (iv) All the members of the Managing Committee including the Office bearers shall retire on 30th June at the end of 2-year term (Biennial Term) or on the date of Annual General Meeting in the election year whichever is earlier and shall be eligible for re-election, the new Committee will take over immediately after the conclusion of the Annual General Meeting .
 - (v) The General Body of the Chapter shall consist of all the members of the Chapter who are in good standing and whose names appear on the Membership Register of the Chapter.
 - (vi) The eligibility for voting will be in accordance with clause 5 of these Rules and Regulations.
 - (vii) The Chairman/Chairperson of the Chapter shall be the Chairman/Chairperson of the General Body of the Chapter.

- (viii) In the case of a New Chapter, its affairs may be managed by an adhoc Managing Committee to be constituted by the National Council until the constitution of the elected Managing Committee.
- (ix) Every member of the Society shall be the member of the Chapter geographically nearest to his normal place of work and if not working, then his place of residence. In the case of any member going abroad, he will continue to be the Member of the Chapter of which he was member prior to his going abroad. If, any member shifts his place of work or residence (if not working) his chapter shall stand changed nearest to his new place of work/ residence with effect from the date of his shifting. Such member should inform the National Office/respective Chapter regarding the change of his address.
- (x) In case the elections are not concluded or Annual General Meeting is not held by June 30 in the election year, the affairs of the Chapter will be looked after by an adhoc Managing Committee to be constituted by the National Council, till the Annual General Meeting to be held after the elections.

8. Cessation of Membership:

- (i) A member shall cease to be a member on his resignation from membership by a letter addressed to the appropriate Secretary of the Society or of the concerned Chapter.
- (ii) Date of submission of payment within 90 days of the Commencement of the financial year. Such persons whose membership has been terminated may be re-instated after payment of all arrears/dues to the Society/Chapter.
- (iii) The National Council of the Society by a two-third vote of those present and voting may suspend the membership of any person who in its judgement has violated the Rules

and Regulations or has been guilty of conduct detrimental to the best interest of the Society provided that the member concerned has been given an opportunity to explain the charges levelled against him. Any member so suspended by the National Council shall cease forthwith to be entitled to the benefits and privileges of the Society. The period of such suspension shall not exceed one year before the end of which the matter shall come up for consideration of the General Body. The General Body shall be entitled to take a suitable decision in the matter. No membership shall however be terminated without the proposal of termination being accepted by two-third vote of those present and voting in the General Body which includes Extra-ordinary General Meeting. Termination of membership will be treated as irrevocable in any meeting in the future.

- (iv) The National Council at any meeting by two-third vote of those present may close a Chapter or revoke its recognition by the Society for:
 - (a) Failure of Chapter to maintain at least 50 members in good standing
 - (b) In the event of continuous default on the part of chapter to hold elections for 2 Term period, the National Council may suspend the recognition of the chapter for a specified period or derecognize the chapter provided the life members of the concerned chapter are given notice of 3 months to constitute an adhoc Committee to run the affairs of the chapter failing which the National Council can de-recognize the chapter and merge chapter members to the chapter they wish to get attached to.
- (v) When any member ceases to be a member of the Society, he shall ipso facto cease to be a member of the Chapter too.

9. Meetings & Sessions:

1. Meetings of the General Body

- (i) The Annual General Meeting of the General Body of the Society and the Chapter shall be held at least once in every year except the first Annual General Meeting of the Society or of a new Chapter and not more than 16 months shall elapse between two successive annual general meetings. Additionally, the National Council may at its discretion, decide to convene an Extra-ordinary General Meeting of the Society to transact specified business. At least 14 days notice specifying the time, place, date and hour shall be given to every member for convening the Annual or Extra-ordinary General Meeting.
- (ii) The quorum for the Annual or the Extra-ordinary General Meeting of the General Body of the Chapter or the Society shall be 35 members or 25% of the total number of members on the Membership Register, whichever is less. In the event of the quorum not being there the meeting shall stand adjourned to the same day, one hour hence at the same place, and the members present at such adjourned meeting, whatever their number, shall constitute the quorum.
- (iii) The following matters shall be dealt with at Annual General Meeting.
 - (a) Confirmation of the Minutes of the previous General Meeting.
 - (b) Consideration of the Annual Report for the year completed.
 - (c) Consideration and approval of audited accounts of the year completed.
 - (d) Handing over charge to the newly elected body by the previous Committee.
 - (e) Appointment of Auditor(s) and

- (f) Any other business allowed by the Chairman of the meeting.
- (iv) A special general meeting of the General Body shall be convened if one-fifth members, with voting right of the General Body, as the case may be, requisition for such meeting specifying the nature of the business to be transacted at the meeting and the place of meeting. On receipt of such requisition, the Secretary to National Council/Managing Committee shall within 21 days of the receipt of the requisition, issue a notice for the meeting to all the concerned members. In default by the appropriate Secretary, the requisitionists shall hold such meetings at the stipulated place provided no business other than that specified in the notice shall be transacted and also provided that no resolution should be deemed to have been passed at the requisitioned meeting unless the same has been passed by a majority of the total number of members of the Society/Chapter.
- (v) The Chairman/Chairperson of every general meeting of the General Body will be the concerned President/Chairman/Chairperson and in his absence one of the Vice President (National) or Vice President for the region/Vice Chairman/Vice Chairperson of the Society or of the Chapter and in their absence any member of the National Council or of the Managing Committee as the case may be, present in the meeting and elected to preside at such meeting.
- (vi) The Chairman of the meeting shall conduct the meeting in accordance with Rules and Regulations and the By-Laws of the Society or the Chapter and his decisions on points of order shall be final. He may in the case of disorder in the meeting suspend the meeting and adjourn it to such date and or time, as he may consider necessary.
- (vii) At any meeting whether General, Extra-ordinary or Special, a resolution put to the vote of the meeting shall be

decided on a show of hands, unless a poll is demanded by secret ballot, by at least one-third of the members present, and unless a poll is so demanded, a declaration by the Chairman that a resolution, has on a show of hands, been carried unanimously or by a particular majority, or lost and an entry to that effect in the proceedings of the Society or the Chapter as the case may be, shall be conclusive evidence of the fact.

- (viii) In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
- (ix) If no action is recorded on any given resolution of a General Body Meeting for two subsequent General Body Meetings, the said resolution shall be deemed to have lapsed and to be enforced, will have to be moved again.

2. Meeting of the National Council/Managing Committee

- (i) The National Council/Managing Committee may meet to transact business once in three months or as may be required. Generally, a notice of 14 days will be required for holding the meeting but in an emergency, a meeting may be held at shorter notice or on an immediate notice.
- (ii) The quorum for the meeting of the National Council shall be twenty and for Managing Committee of the chapter four. Each member shall have one vote, provided, however, that in case of equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- (iii) The President/Chairman/Chairperson concerned shall preside over the meeting and in his absence the Vice-President (National) and in his absence the Vice-President of the region/Vice Chairman/ Chairperson concerned or in their absence, any member elected by members present at the meeting shall preside over the meetings.

- (iv) The Secretary concerned or in his absence any member of the National Council/Managing Committee shall record the Minutes of the Meeting.
- (v) In case of any emergency, any business to be transacted by the National Council/Managing Committee may be transacted by Circular Minute issued and signed by the President/ Chairman concerned and the Secretary concerned.
- (vi) All Past Presidents who are members of the Society in good standing, other than the immediate Past President shall be Permanent invitees to the National Council meetings but will not have any voting right.
- (vii) In case of any member of the National Council/Managing Committee absents himself/ herself without leave of absence for three consecutive meetings, he/she will cease to be member of the Council/Committee.

9A. The consent of the candidate contesting the elections shall include a declaration that he has paid the membership subscription for the year for which the elections are held. Accordingly, the concept will include the following additional sentence:

"I hereby confirm that I have paid the membership subscription for the current year/I am a Life member."

Any false statement will disqualify the candidate at the time of counting of votes or any other time if it is discovered that it was a wrong statement.

10. Funds:

- (i) The funds of the Society or Chapter as the case may be shall be applied for carrying out the aims and objects of the Society.
- (ii) The Society is not organized for profit and all its income and property whensoever derived shall be applied solely

towards the furtherance of the objectives of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise however, by way of profit to the persons who, at any time are or have been, members of the Society, or to any person claiming through any of them.

- (iii) All funds belonging to the Society or Chapter shall be deposited in a Bank/Post office that may be decided upon by the National Council/Managing Committee as the case may be. The account(s) shall be in the name of the Society/Chapter as the case may be.
- (iv) The accounts of the Society/Chapter shall be ordinarily operated jointly by the Treasurer and one of the following office bearers viz. President/ Chairman/ Chairperson, Vice President, Vice Chairman/Vice Chairperson/ Secretary or Administrative Head of the National Headquarters or Chapter office. All financial transactions will be countersigned by the Treasurer within 2 months of their being incurred.
- (v) The National Council/Managing Committee or the General Body, as the case may be will frame financial rules for the proper control and management of the funds of the Society/Chapter which will be followed by the National Council/ Managing Committee. In addition, National Council will be empowered to formulate and lay down financial powers to the National President, other Office Bearers and Administrative Head of National Office. These Financial rules will be the By-Laws of the Society.
- (vi) All dues/entrance fee/annual subscription are payable to the Treasurer of the Society or on his behalf by the National Headquarters/ Chapter office on receipt of the same, the National Headquarters will issue a regular receipt to the member concerned.

- (vii) When a Recognized Chapter of the Society is in operation, the National Office shall credit to the Chapter concerned 50 per cent of the entrance fee/subscription in respect of the membership covered by the Chapter.
- (viii) In addition to the above, the National Council may give to the Chapter grants for organizing National/Regional conference or any other special purpose which is approved in the National Council as it may deem fit for the furtherance of the aims and objectives of the Society.
- (ix) The National Council of the Society may in the Financial Rules / By-Laws prescribe rules for the transfer of membership from one Chapter to another and for the payment of subvention on account of entrance fee/ subscription/dues to the Chapter consequent upon such transfer.

11. Audit:

- (i) Once at least in every year, the accounts of the Society/Chapter shall be examined and the correctness of the Income and Expenditure account and Balance Sheet ascertained by one or more Auditor or Auditors.
- (ii) The Auditor(s) shall be appointed at the respective Annual General Meeting of the General Body each year and his remuneration, if any, shall be fixed.
- (iii) The National Council/Managing Committee may fill in any casual vacancy in the office of the Auditor(s).
- (iv) An Auditor shall not be a member of the Society.

12. Powers & Duties:

I. National Council

- (i) The National Council of the Society shall lay down the general policy and directives for carrying out the activities of the Society. In addition and without restricting its

general power, it will deal with matters which are specifically mentioned as being under its jurisdiction in these Rules and Regulations.

- (ii) Without prejudice to any or provisions of these Rules and Regulations the National Council shall have the rights and powers :
- (a) To purchase or otherwise acquire or take on lease or hire, temporarily or permanently, lands, buildings and all other properties, movable and immovable which are necessary or convenient for the furtherance of the objects of the Society.
 - (b) To sell, mortgage, transfer or dispose of, turn to account or otherwise, lease or let under lease, sublet, exchange and otherwise deal with, all or any property, movable and immovable, of the Society for the furtherance of objects of the Society.
 - (c) To construct, maintain, alter, improve or develop any building, structure or work necessary or convenient for the purposes of the Society.
 - (d) To issue appeals and applications for money and to raise funds in furtherance of the objects of the Society by way of special subscriptions, membership or entrance fees, donations, special fees, tuitions fees, course fees, conference/ seminar fees, loans, debentures or in any other manner, on such terms and conditions as may be determined.
 - (e) To accept from the Government, organizations, institutions and individual gifts, grants, donations, bequests, endowments, special fees, and subscriptions of cash and securities and of any property either movable and immovable, for the furtherance of the objectives of the Society.
 - (f) To deposit any money or securities in the name of the Society with any Bank/Post Office and withdraw

- the same and to invest money belonging to the Society in securities in accordance with law.
- (g) To retain, appoint, promote, discipline, discharge or dismiss employees and other personnel for the management and functioning of the Society and to regulate their terms and conditions of employment including payment of remuneration. The National Council shall frame Service Rules which will be By-Laws of Society and will Govern the services of all employees.
 - (h) To set up a provident fund and any other benefit schemes for the employees of the Society.
 - (i) To make rules, regulations and By-Laws for the control, conduct and regulations of the activities of the Society from time to time.
 - (j) To do or get done, all such other lawful things as are connected with or incidental to the above objects.
 - (k) To approve funds of the Society for meeting the aims and objectives, as may be necessary including meeting the travel or other expenses of the Office Bearers, National Council members or other members of the Society to attend the meetings of the National Council, General Body, any other Committee Meeting, National Convention etc. National Council can authorize National President to decide the mode of Travel/Percentage of National Council and other members who can be covered for a National Council meeting / other meetings on a case to case basis depending upon the budget provision on Travel Head of the National office for the year.

II Managing Committee

- (i) The Managing Committee of the Chapter will carry out the general policy laid down by the General Body of the

Chapter. In addition and without restricting its powers, it will deal with matters which are specially mentioned as being under its jurisdiction in these Rules & Regulations or the By-Laws of the Chapter.

- (ii) All the Committee/Council mentioned above will have power to make, add, alter and repeal By-Laws of the Society or of the Chapter as the case may be, subject to the approval of the General Body as the case may be. If necessary, they will also set up committees, sub-committees, panels, etc. to conduct the affairs of the Society/Chapter.

13. Office Bearers:

- (i) The President/Chairman or Chairperson will be the Chief Executive Officer of the Society/Chapter and shall preside at all meetings of the Society/Chapter. He/She shall keep the General Body and the members, as the case may be, informed about activities and financial affairs of the Society/Chapter. He/She will generally supervise the work of the Society/Chapter in general.
- (ii) Vice-President/ Vice Chairman or Chairperson shall assist the President/Chairman/Chairperson in carrying out his/her responsibilities. Vice- President (National) shall be an ex-officio member of all committees constituted by the National Council. Vice-President (East, West, North, South), Vice Chairman or Chairperson shall assist the President/Chairman in achieving the aims and objects of the Society within their specific geographic regions and shall perform such duties as are assigned to them by the President/Chairman or Chairperson. In addition, they will represent the interest of the Chapter(s) and their members within such regions, in the deliberations of the National Council/Managing Committee and to this end shall maintain active contact with all such Chapter(s).
- (iii) The Treasurer shall advise the President/Chairman of the Society or of the Chapter, as the case may be, and together with the National Council/Managing Committee shall

exercise continuing surveillance over the operational finances of the Society/Chapter. He shall exercise such controls over expenditures as may be prescribed by the concerned authority.

- (iv) The General Secretary/Hony. Secretary/ Administrative Head of the National Headquarters/Chapter office shall be responsible for arranging the meetings of the Society/Chapter, maintenance and preservation of the roll of membership and other official records of the Society/Chapter for the supervision and administration of the office of the Society/Chapter, for the protection of the Society's interest in all legal matters.
- (v) The Office-bearers/members of the Society shall not be liable for any act done by them in good faith on behalf of the Society and in furtherance of its objectives for any monies of the Society other than such as shall come into their own hand or for any collections or receiver of monies appointed by the National Council for any misfortune, loss or damage happening to the Society by reason of any deed executed by them as an office bearer or a member of the Society or by reason of any error of judgement or mere indiscretion on their part in the performance of their duties or otherwise on any account, except for wilful negligence or fraud.

Further, every person being an office bearer/member of the National Council/ Committee or a member of the Society, his heirs, executors and administrators shall, at all times, be indemnified out of the funds of the Society from and against all costs, losses, damages, and expenses whatsoever incurred or sustained by him in execution of his powers or duties and every person having been or being an office bearer/member of the National Council/ Committee or a member of the Society, his heirs, executors shall be indemnified and saved harmless out of the funds of the Society against all actions, suits, claims, and demands whatsoever brought or made against him to them either severally or jointly in respect of any engagement of the Society save such as may be incurred by his own personal wilful neglect or default.

14. Vacancies:

- (i) If any vacancy shall occur in the office of any office bearer of the National Council/ Office Bearer/ Member of the Managing Committee during the interval between two Annual General Meetings or if during the elections any post of office bearer does not get filled, this vacancy will be filled by nomination by the remaining members of the National Council/ Managing Committee.
- (ii) If the Vice-President for a region shifts the region from which he/she was elected, the President shall declare his office vacant and it shall be filled as provided under item (i) above. If any National Council member shifts from the Chapter from which he/she was elected, he/she will continue to be the member of the Council till next election of the National Council.

15. Elections:

All elections will be by secret ballot, through mail or otherwise. The National Council will approve Election Rules which will be the By-Laws for all procedures regarding elections, including notice for nomination, scrutiny of nomination papers, withdrawal of nomination, ballot paper, voting, counting of votes, finality of elections.

16. Amendments:

- (i) Any of the article of the Memorandum of Association and any of the Rules and Regulations shall not be altered, amended or modified except by a resolution passed by a two third majority of the members present and voting at an Annual General Meeting or in an Extra-ordinary General Meeting special meeting of the General Body of the Society convened for this purpose.
- (ii) Consistent with these rules and regulations the National Council in the case of a Chapter may make, adopt, alter, modify and rescind such By-Laws as it may deem fit to further the interest of the Society. Such By-Laws shall be binding on the members of the Society/Chapter.

17. Common Seal:

The Society and its recognised Chapter shall have a common seal.

18. Removal from Office:

The General Body of the Society or Chapter by a resolution, passed by a two-third majority of the voting members present in a General/Special General Body Meeting, remove any office bearer(s) or member(s) of the concerned National Council/Managing Committee before the expiration of the period of Office.

19. Advisory Board and Council of Fellows: Regional Council:

- (i) The Advisory Board will consist of all surviving Past Presidents of the Society who are members of the Society in good standing. It shall meet at least once every year at the time of the National Convention when it will identify a Chairman/ Chairperson from among itself who will function till next National Convention. It may meet at such times and places as it may determine and may frame its own By-Laws and procedures. It shall advise the National Council and shall carry out such duties as the National Council may request. In addition, the Advisory Board shall serve as the privileges Committee for matters related to National Council and General Body.
- (ii) The General Body of the Society at its Annual General Meeting or an Extra-Ordinary General Meeting called for such purpose can nominate one or more Past Presidents as President Emeritus provided however, the total number of Presidents Emeritus shall not exceed 25% of the total strength of Advisory Board at the time such nominations are made.
- (iii) The Advisory Board shall function as a conscience keeper for the Society. In case the Board finds any decisions/actions of the National Council or the Office Bearers against the basic interest of the Society, it shall have power to convene directly a meeting of the National Council of the Society. In

the event of the matter not being settled in such a meeting the Chairman or Chairperson of the Advisory Board may call an extra-ordinary meeting of the General Body of the Society which shall consider Advisory Board's view and review, revise or rescind National Council's decisions, if necessary.

- (iv) There shall be a Council of Fellow consisting of all surviving Fellows who are in good standing, to advise the National Council on matters relating to the development of the Training and Development profession including of setting standards and accreditations. The Council shall constitute a Fellowship Committee for a term of three years at a time, consisting of Fellows, who will recommend the conferment of Fellowships mentioned in Clause 2(ii).
- (v) There will be a Regional Council consisting of the Chairman/Chairperson and Hony. Secretaries of Chapters in region. The concerned Vice-President shall serve as the Chairman of the Regional Council.

20. Affiliated Organization:

An 'Affiliate Organization' is a group/associations/statutory body/corporation or any other body which is operating in a well-defined or well definable region/local area or which has specialised in one of the other branch/aspect in the broad field of Training and Development and which subscribes towards the aims and objectives of the Society; as laid down in its Memorandum of Association and Rules & Regulations which is recognised by National Council as its 'Affiliate'. The National Council as and when necessary will determine terms and conditions for affiliation provided that no member in any Affiliate Organization shall have a more favourable due/subscription position than a corresponding member in the Chapter or Society.

21. Trust:

The National Council, if necessary, may set up an irrevocable Trust for the purpose of education and research in order to meet the objectives of the Society. Such a Trust, if established, will be free from the day to day control of the Society and the funds

earmarked by the Society to the Trust from time to time will not revert to the Society. A separate agreement between the Society and the Trust shall be signed for this purpose, in accordance with law.

22. Dissolution:

The Society shall be dissolved in accordance with the provision of the Societies Regulation Act 1860 and in the event of the winding up of the Society, the assets, if any remaining after the satisfaction all debts and liabilities shall be made over to some other Society/Association with similar objectives to be determined by the votes of no less than three-fifth of the members present personally or by proxy.

We the undersigned from the Indian Society for Training and Development (ISTD) do hereby, certify, that the above is a correct copy of the Memorandum of Association and Rules and Regulations of the said Society, as it stands amended on 19th November, 2017 by the due procedure prescribed.

Sd/-

Dr R Karthikeyan

Managing Director,

Gemba Management Consulting Pvt Ltd

National President, ISTD

WITNESS

Sd/-

Dr Nataraj Ray

National Vice-President

National Council Member, ISTD

Sd/-

Salil Chatterjee

National Treasurer

Legal Advisor & Education

Counselor

National Council Member, ISTD

